

RECORDATION NO. 25567-S FILED

APR 29 '05 3-25 PM

SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

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April 29, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Occidental Chemical Corporation and Kansas City
Southern Railway Company Leases

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease Agreement being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation
2 Summit Drive
Suite 300
Cleveland, Ohio 44131

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

19 hopper cars within the series NAHX 390103 - NAHX 390360 as more particularly set forth in the equipment schedule attached to the document,
and
311 flatcars within the series SR 140500 - SR 140930 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25567-5 FILED

MEMORANDUM OF LEASE

APR 29 '05

3-25 PM

(Equipment Schedule No. 017)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of April 28, 2005, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and The Andersons, Inc., an Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, OH 43537 ("Lessee").

1. Lessor is the owner of 19-Murfreesboro Model C612 3900-3915 cu. ft. PD Hopper Cars and 311 Greenville Model F241 50' 70 ton Pulpwood Bulkhead Flat Cars bearing identification numbers, (collectively, the "Railcars"): See Attached Exhibit A

2. Lessor and Lessee have entered into a Lease Agreement of even date herewith pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 84 months commencing as of such date.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged
in the presence of:

Gene Haupt
Albera D. Heim

ICX CORPORATION, Lessor

By *Dennis J. Diemer*

Name Dennis J. Diemer

Title Vice President

Signed and acknowledged

Elizabeth J. Hall
Sandra Alexander

THE ANDERSONS, INC., Lessee

By *Gary Smith*

Name Gary Smith

Title Vice President, Finance & Treasurer

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 29th day of April, 2005.

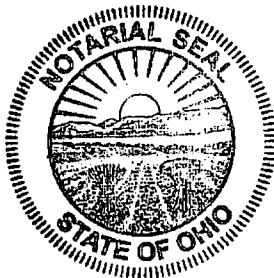
Michelle Smego
Notary Public

MICHELLE SMEGO
Notary Public, State of Ohio, Cuy. Cty.
My commission expires July 1, 2008

State of Ohio)
) ss:
County of Lucas)

BEFORE ME, a Notary Public in and for said County and State, personally appeared The Andersons, Inc., an Ohio corporation (the "Corporation"), by Gary Smith its VicePresident, Finance & Treasury who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Maumee, Ohio, this 28th day of April, 2005.



Judy A. Baldwin
Notary Public

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2010

EXHIBIT A TO
EQUIPMENT SCHEDULE NO. 017
TO LEASE AGREEMENT NO. 824

19-Murfreesboro Model C612 3,900 – 3,915 cu. ft. PD Hopper Cars

AAR MARKINGS

NAHX 390221; NAHX 390227; NAHX 390142; NAHX 390225; NAHX 390226;
NAHX 390144; NAHX 390212; NAHX 390220; NAHX 390222; NAHX 390213;
NAHX 390145; NAHX 390360; NAHX 390103; NAHX 390223; NAHX 390224;
NAHX 390214; NAHX 390108; NAHX 390309; NAHX 390187

311-Greenville Model F241 50' 70-ton Pulpwood Bulkhead Flat Cars

AAR MARKINGS

SR 140500; SR 140501; SR 140502; SR 140503; SR 140504; SR 140506; SR 140507;
SR 140508; SR 140509; SR 140510; SR 140511; SR 140513; SR 140514; SR 140515;
SR 140516; SR 140517; SR 140518; SR 140519; SR 140520; SR 140521; SR 140522;
SR 140523; SR 140524; SR 140525; SR 140526; SR 140527; SR 140528; SR 140529;
SR 140530; SR 140531; SR 140532; SR 140533; SR 140534; SR 140536; SR 140537;
SR 140538; SR 140540; SR 140541; SR 140542; SR 140543; SR 140544; SR 140545;
SR 140546; SR 140547; SR 140549; SR 140550; SR 140551; SR 140552; SR 140553;
SR 140554; SR 140555; SR 140556; SR 140558; SR 140559; SR 140560; SR 140561;
SR 140562; SR 140563; SR 140564; SR 140565; SR 140566; SR 140567; SR 140568;
SR 140569; SR 140570; SR 140571; SR 140572; SR 140573; SR 140574; SR 140575;
SR 140576; SR 140577; SR 140578; SR 140579; SR 140580; SR 140582; SR 140583;
SR 140584; SR 140586; SR 140587; SR 140588; SR 140589; SR 140590; SR 140591;
SR 140593; SR 140594; SR 140595; SR 140596; SR 140598; SR 140599; SR 140600;
SR 140602; SR 140603; SR 140604; SR 140605; SR 140606; SR 140608; SR 140609;
SR 140610; SR 140611; SR 140612; SR 140613; SR 140614; SR 140615; SR 140616;
SR 140617; SR 140618; SR 140619; SR 140620; SR 140623; SR 140624; SR 140625;
SR 140626; SR 140627; SR 140628; SR 140629; SR 140630; SR 140631; SR 140632;
SR 140633; SR 140634; SR 140635; SR 140636; SR 140637; SR 140638; SR 140639;
SR 140640; SR 140641; SR 140643; SR 140645; SR 140647; SR 140648; SR 140649;
SR 140651; SR 140652; SR 140653; SR 140655; SR 140656; SR 140657; SR 140658;
SR 140659; SR 140661; SR 140662; SR 140663; SR 140664; SR 140665; SR 140666;
SR 140667; SR 140668; SR 140669; SR 140670; SR 140671; SR 140672; SR 140673;
SR 140674; SR 140675; SR 140677; SR 140678; SR 140679; SR 140680; SR 140681;
SR 140682; SR 140683; SR 140684; SR 140686; SR 140687; SR 140688; SR 140689;
SR 140690; SR 140692; SR 140693; SR 140694; SR 140695; SR 140696; SR 140698;
SR 140700; SR 140701; SR 140703; SR 140705; SR 140706; SR 140707; SR 140709;
SR 140710; SR 140711; SR 140712; SR 140713; SR 140714; SR 140715; SR 140716;
SR 140717; SR 140718; SR 140720; SR 140721; SR 140722; SR 140723; SR 140724;

SR 140725; SR 140727; SR 140728; SR 140729; SR 140730; SR 140731; SR 140732;
SR 140733; SR 140734; SR 140735; SR 140736; SR 140737; SR 140738; SR 140740;
SR 140741; SR 140742; SR 140743; SR 140744; SR 140845; SR 140746; SR 140847;
SR 140748; SR 140749; SR 140750; SR 140751; SR 140752; SR 140753; SR 140754;
SR 140758; SR 140759; SR 140760; SR 140761; SR 140762; SR 140764; SR 140766;
SR 140767; SR 140768; SR 140769; SR 140770; SR 140771; SR 140772; SR 140773;
SR 140774; SR 140775; SR 140776; SR 140777; SR 140778; SR 140779; SR 140780;
SR 140781; SR 140782; SR 140783; SR 140784; SR 140785; SR 140786; SR 140787;
SR 140788; SR 140789; SR 140790; SR 140791; SR 140792; SR 140793; SR 140794;
SR 140795; SR 140796; SR 140797; SR 140798; SR 140799; SR 140800; SR 140801;
SR 140802; SR 140803; SR 140804; SR 140805; SR 140806; SR 140807; SR 140808;
SR 140809; SR 140810; SR 140811; SR 140812; SR 140814; SR 140815; SR 140816;
SR 140817; SR 140818; SR 140819; SR 140820; SR 140821; SR 140824; SR 140825;
SR 140826; SR 140827; SR 140828; SR 140829; SR 140830; SR 140831; SR 140832;
SR 140833; SR 140834; SR 140835; SR 140836; SR 140837; SR 140838; SR 140839;
SR 140840; SR 140841; SR 140843; SR 140844; SR 140846; SR 140849; SR 140927;
SR 140928; SR 140929; SR 140930

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 29, 2005

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord